

**August 27, 2024**

**To,  
The Compliance Department,  
BSE Limited,  
P.J. Towers, Dalal Street, Fort,  
Mumbai - 400001.**

**Sub: Proceedings of the 39<sup>th</sup> Annual General Meeting (AGM).**

**Ref.: Vishal Fabrics Limited, Scrip Code: 538598, Security ID: VISHAL**

Dear Sir/Ma'am,

In continuation to our intimation dated August 5, 2024, the 39<sup>th</sup> Annual General Meeting of the Company was held on August 27, 2024 and the business mentioned in the notice was transacted. In this regard, please find enclosed the proceedings as required under the Regulation 30, Part A of Schedule - III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Details of voting results as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to be submitted separately.

You are requested to kindly take the same on record.

Thanking You,

Yours Sincerely,

**For Vishal Fabrics Limited**

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**Pooja Dhruve**  
**Company Secretary & Compliance Officer**  
**Membership No.: A48396**

**Registered Office :**

Shanti Corporate House, Nr. Hira Rupa Hall, Bopal-Ambli Rd, Bopal, Ahmedabad - 380058, Gujarat, India.  
Ph : +91 6359701763 | 6359701796

info.vfl@chiripalgroup.com | www.vishalfabricsltd.com | CIN : L17110GJ1985PLC008206

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**PROCEEDINGS OF THE 39<sup>TH</sup> ANNUAL GENERAL MEETING OF VISHAL FABRICS LIMITED:**

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The 39<sup>th</sup> Annual General Meeting (AGM) of the Members of Vishal Fabrics Limited ('the Company') was held on Tuesday, August 27, 2024 at 2.00 P.M (IST) through video conferencing and other audio-visual means (VC) & concluded at 02:30 P.M. The meeting was held in compliance with the General Circulars issued by the Ministry of Corporate Affairs (MCA) and circulars issued by the Securities and Exchange Board of India (SEBI) and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

**Directors in Attendance:**

- 1. Brijmohan D. Chiripal**  
*(Managing Director)*
- 2. Arvind Pandey**  
*(Whole Time Director)*
- 3. Ravindrakumar Bajaj**  
*(Whole Time Director)*
- 4. Dhara Shah**  
*(Independent Director)*
- 5. Susanta Kumar Panda**  
*(Independent Director)*

**Others Participants:**

- 1. Vinay Thadani**  
*(Chief Executive Officer)*
- 2. Dharmesh Dattani**  
*(Chief Financial Officer)*
- 3. Pooja Dhruve**  
*(Company Secretary)*
- 4. M/s. Chirag Shah & Associates**  
*(Secretarial Auditors and Scrutinizers)*
- 5. M/s. S V J K and Associates**  
*(Statutory Auditor)*

The Company Secretary welcomed all the members. She further introduced the Directors and Representative of Statutory Auditors and Secretarial Auditors attending the meeting to all the members on the occasion of the 39<sup>th</sup> AGM of the Company. Then the Company Secretary briefed the members about general instructions of AGM and e-voting. As the requisite quorum was present, the meeting was called to order and thereafter, Company Secretary has requested to the Mr. Brijmohan D. Chiripal, Chairman for the brief presentation.

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Mr. Brijmohan D. Chiripal, chaired the meeting and welcomed the Members, by delivering a speech which includes the financial performance, achievements, future plans of the Company and thanked for the faith and confidence reposed by them in the Company and in its business and management. The detailed insight of financial performance during the F.Y. 2023-24 were presented by Mr. Dharmesh Dattani, Chief Financial Officer of the Company. Since there was no qualification, observation or comment in the Auditor's Report on the Financial Statements of the Company for the financial year ended 31st March, 2024, the same was not required to be read at the General Meeting. Then with the permission of the members at the meeting, the notice convening the 39<sup>th</sup> Annual General Meeting of the Company was taken as read.

The following items of business as stated in the notice of the 39<sup>th</sup> Annual General Meeting of the company were transacted at the Meeting through remote e-voting.

<b>Sr. No.</b>	<b>Particulars</b>	<b>Type of Resolution</b>
<b>Ordinary Business</b>		
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024, together with the reports of the Board of Directors and the Auditors thereon.	Ordinary Resolution
2.	To appoint a director in place of Mr. Brijmohan Chiripal (DIN: 00290426), who retires by rotation and being eligible offers himself for re-appointment.	Ordinary Resolution
<b>Special Business</b>		
3.	Ratification of Remuneration M/s. A.G. Tulsian and Co., Cost Auditor of the Company.	Ordinary Resolution
4.	Appointment of Mr. Arvind Badelal Pandey (DIN: 10637419) as a Director of the Company.	Ordinary Resolution
5.	Appointment of Mr. Arvind Badelal Pandey (DIN: 10637419) as a Whole-time Director of the Company and approve of his remuneration.	Ordinary Resolution
6.	Increase in Authorised Share Capital of the Company and consequent alteration in Clause V of the Memorandum of Association.	Ordinary Resolution
7.	Issuance of upto 5,00,00,000 (Five Crores only) compulsorily convertible equity warrants ("Warrants") on a preferential basis to the persons belonging to "Non-Promoter, Public Category".	Special Resolution
8.	To raise capital by way of "Qualified Institutions Placement" to eligible investors through an issuance of equity shares and/or other eligible securities.	Special Resolution

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The Board of Directors has appointed M/s. Chirag Shah & Associates, Practicing Company Secretary as the Scrutinizer to supervise the e-voting process. Ms. Pooja Dhruve, Company Secretary, gave a vote of thanks to all the members and other participants for their continuous support, co-operation and confidence towards the Company.

A fair opportunity was given to the Members of the Company who had registered themselves as speakers to express their views / ask questions and the same were adequately answered/ clarified.

The combined results of e-voting and voting during the AGM shall be announced and same shall be available on the website of the Company and will also be submitted to the stock exchanges as per the requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information and records.

Thanking you,  
Yours sincerely,

**For Vishal Fabrics Limited**

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**Pooja Dhruve**  
**Company Secretary & Compliance Officer**  
**Membership No.: A48396**

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